

# EXHIBIT 32

**KOMPLIQUE, INC.**

**WRITTEN CONSENT OF BOARD OF DIRECTORS  
IN LIEU OF SPECIAL MEETING**

\*\*\*\*\*

As of June 28, 2012

\*\*\*\*\*

The undersigned, being sole Director of the Board of Directors of Kompliqué, Inc., a Michigan corporation (the "*Company*"), pursuant to Section 525 of the Michigan Business Corporation Act (Act No. 284 of the Public Acts of 1972), does hereby take and consent to the taking of the actions set forth in the following votes, which for all purposes shall have the same force and effect as if taken at a special meeting of the Board of Directors of the Company duly called and held for the purpose, at which a quorum was present and acting throughout:

***Election of Officers***

**VOTED:** That the following persons be, and hereby are, elected to serve in the offices set forth opposite their respective names, each to hold office in accordance with the Bylaws of the Company and to serve until the next annual meeting of directors or consent in lieu thereof, and until such person's successor is elected or appointed and qualified, or until such person's earlier resignation, removal or disqualification:

<u>Name</u>	<u>Office</u>
James Pieron	CEO / President
Jason Cooley	Vice President / Art Director

**VOTED:** That any person not named above who had been serving as an officer of the Company as of the date of this consent is hereby removed, without cause, effective immediately.

*Komliqué, Inc.*  
*Written Consent of Board of Directors*  
*in Lieu of Special Meeting*  
*As of June 28, 2012*  
*Page 2*

***General Authority***

**VOTED:** That the officers of the Company be, and each of them acting singly hereby is, authorized, empowered and directed, for and on behalf of the Company, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Company, all such certificates, instruments, agreements or other documents, and to make all such payments as they, in their judgment, or in the judgment of any one or more of them, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of the foregoing resolutions and/or the transaction contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements or documents.

***Ratification***

**VOTED:** That all actions taken or purported to be taken by the directors or the officers of the Company on its behalf, whether or not such actions were taken or purported to be taken at a duly constituted meeting of the shareholders and whether or not a quorum was present at such meeting, since May 6, 2009 (or action by consent in lieu thereof) be and they are hereby, confirmed, ratified and approved in all respects; and that such actions, in the case of actions taken or purported to be taken by the directors of the Company, shall have the same force and effect as if taken at a meeting of the Board of Directors duly constituted in accordance with the Bylaws at which a quorum was present and acting throughout.

The undersigned further directs that the actions set forth in this consent be effective immediately and that this consent be filed with the minutes of the meetings of the Board of Directors of the Company.

  
James Pieron, Sole Director

# ***Michigan Department Of Energy, Labor & Economic Growth***

## ***Filing Endorsement***

***This is to Certify that the ARTICLES OF INCORPORATION - PROFIT***

***for***

***KOMPLIQUE, INC.***

***ID NUMBER: 02525N***

***received by facsimile transmission on May 6, 2009 is hereby endorsed***

***Filed on May 6, 2009 by the Administrator.***

***The document is effective on the date filed, unless a  
subsequent effective date within 90 days after  
received date is stated in the document.***



***In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
In the City of Lansing, this 6TH day  
of May, 2009.***

***, Director***

***Bureau of Commercial Services***

BCS/CD-500 (Rev. 01/05)

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name Matthew A. Romashko		
Address 555 N. Main Street		
City Mt. Pleasant, MI	State 48858	ZIP Code

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

EFFECTIVE DATE:

**ARTICLES OF INCORPORATION**  
For use by Domestic Profit Corporations  
(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:*

**ARTICLE I**

The name of the corporation is:

Komplique, Inc.

**ARTICLE II**

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

**ARTICLE III**

The total authorized shares:

1. Common Shares 60,000

Preferred Shares \_\_\_\_\_

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

**ARTICLE IV**

1. The name of the resident agent at the registered office is: James Pieron

2. The address of the registered office is:

1880 Lerene Drive Commerce Twp , Michigan 48390  
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office, if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

**ARTICLE V**

The name(s) and address(es) of the incorporator(s) is(are) as follows:

Name

Residence or Business Address

Matthew A. Romashko

555 N. Main Street, Mt. Pleasant, MI 48858

**ARTICLE VI (Optional, Delete if not applicable)**

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.


**ARTICLE VII (Optional, Delete if not applicable)**

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the Incorporator(s) sign my (our) name(s) this 6th day of May, 2009.

  
\_\_\_\_\_  
Matthew A. Romashko  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_